



SNN REGISTRATION NO.

3955/27.03.2024

**MINISTRY OF ENERGY
MINISTRY'S CABINET
No. 2369//SIB/26.03.2024**

To,
Societatea Națională Nuclearelectrica S.A.
Mr. Teodor Minodor CHIRICA – Chairman of the Board of Directors
Mr. Cosmin GHIȚĂ – Chief Executive Officer

Considering:

- The convening of the Ordinary and Extraordinary General Meeting of Shareholders of the Company for 17.04.2024, first call and 18.04.2024, second call;
- Address no. 3825/25.03.2024 registered at the Ministry of Energy under no. 2314/SIB/25.03.2024 and address no. 3487/18.03.2024 registered at the Ministry of Energy under no. 2266/SIB/21.03.2024 regarding the request to supplement the EGMS agenda;
- The quality of the Ministry of Energy, on behalf of the Romanian State, as a shareholder of the Company, holding 248,850,476 shares, representing 82.4981% of the share capital of the Company;

Underneath:

- The provisions of Art. 117¹ para. (1) of Law 31/1990, republished with amendments and additions subsequent
- Art. 105 par. 3 of Law 24/2017 on issuers of financial instruments and market operations, republished
- Article 189 of Regulation No 5/2018 on issuers of financial instruments and market operations
- as well as Article 14 para. (12) of the Company's Articles of Incorporations regarding the right of shareholders, representing individually or cumulatively at least 5% of the Company's share capital, to introduce new items on the agenda of the General Meeting of Shareholders or to submit draft resolutions for items included or proposed to be included on the agenda of the General Meeting of Shareholders, by a request addressed to the Board of Directors or the Company's management respectively;

The Ministry of Energy on behalf of the Romanian State, as a shareholder holding 248.850.476 shares representing 82,4981% of the share capital of the National Company Nuclearelectrica SA, requests you to complete the agenda of the EGMS of 17/18.04.2024 with the following items:

For Extraordinary General Meeting of Shareholders:

1. Approval of the establishment of a working point at the National Company "Nuclearelectrica" S.A. in the village of Râscolești, commune Izvorul Bârzii, Calea Târgul Jiului, km7, Mehedinți county, Administrative building, 3rd floor, room no.3.
2. Mandate the SNN Board of Directors to carry out all the formalities for setting up the working point, with the possibility of delegating to any other person who will be designated, in this capacity, by decision of the SNN Board of Directors.
3. Approval of the conclusion of a direct partnership with DSPE BETA PRIVATE EQUITY FUND as an investor in the project company RoPower Nuclear S.A. on the basis of the provisions of Article 5.3 of the SNN Procedure for the establishment of mixed capital companies issued on the

basis of the provisions of ME Order no.1180/04.11.2021.

4. Approval of the tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project, in Doicești Romania, in the form negotiated between SNN and the Project Partners.
5. Mandate the executive management of SNN to sign, on behalf and for the account of SNN, the Tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project in Doicești Romania.
6. Mandate SNN's executive management to negotiate and agree with the two contractual partners (DSPE and NPG), in the event that some of the conclusions of the independent evaluation carried out by the independent third party expert, based on article 3.3 of the SHA, require possible amendments to the SHA, in order to bring it in line with the rules of a compliant state aid, while taking into account the principles included in the SHA, and that, upon completion of these negotiations, the executive management will inform SNN's Board of Directors and SNN's EGMS on the final form of the Agreement.
7. Mandate SNN's executive management to finalise and sign all documents required by the Tripartite Shareholders/Investors Agreement (SHA) and to finalise the transaction under the terms of the Tripartite Shareholders/Investors Agreement (SHA).
8. Mandate the representative of SNN in the General Shareholders' Meeting of RoPower Nuclear S.A. to vote in favour, on behalf and for the account of the SNN Shareholder, on the modification of the shareholding structure of RoPower Nuclear S.A., approval of the share capital increase, approval of the signing of the Revised Articles of Incorporation of RoPower Nuclear S.A. (based on the aforementioned SHA) and other formalities required for the completion of the transaction.
9. SNN's executive management will inform SNN's Board of Directors on the fulfilment of the conditions precedent and the completion of each step set out in the Tripartite Shareholders/Investors Agreement (SHA).
10. Approval of the mandate of the representative of SNN in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date(s) on which it will be convened, the meeting which will have on the agenda the items that will be detailed below, to attend and vote in favour ("for") the following:
 - i. Approval of the conclusion of the FEED Phase 2 Offshore Contract;
 - ii. Approval of the conclusion of the FEED Phase 2 Onshore Contract;
 - iii. Approval of the conclusion of the Technology License Agreement;
 - iv. Approval of the increase of the ceiling of the loan granted by SNN under the Master Loan Agreement No.1 dated 16.08.2023 up to the amount of USD 243,000,000, and conclusion of the Supplementary Deed No.2 to the Master Loan Agreement No.1 dated 16.08.2023, with the stipulation that Ro Power Nuclear S.A. will access this loan only to the extent that the Project cannot be financed from other sources (share capital, generated by a change in RPN's shareholding structure, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
 - v. Approval of the conclusion of the Additional Deed No. 2 to the Movable Mortgage Contract concluded with SNN;
 - vi. Approval of the mandate of the Chairman of the Board of Directors and/or the CEO of the company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points i) to iii);
 - vii. Approval of the mandate of the CEO of the Company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points iv)-v);
 - viii. Approval of the empowerment of the CEO of RoPower Nuclear S.A., with the possibility of sub-delegation, to carry out any act or formality required by law for the implementation of the resolutions adopted in this regard, including their registration and publication at the Trade Register Office or any other public institution.

Draft Decision:

The Extraordinary General Meeting of Shareholders approves

1. The Extraordinary General Meeting of Shareholders approves the establishment of a working point at the National Company "Nuclearelectrica" S.A. in the village of Răscolești, commune Izvorul Bârzii, Calea Târgul Jiului, km7, Mehedinți county, Administrative building, 3rd floor, room no.3.
2. The Extraordinary General Meeting of Shareholders approves the Mandate of SNN Board of Directors to carry out all the formalities for setting up the working point, with the possibility of delegating to any other person who will be designated, in this capacity, by decision of the SNN Board of Directors.
3. The Extraordinary General Meeting of Shareholders approves the conclusion of a direct partnership with DSPE BETA PRIVATE EQUITY FUND as an investor in the project company RoPower Nuclear S.A. on the basis of the provisions of Article 5.3 of the SNN Procedure for the establishment of mixed capital companies issued on the basis of the provisions of ME Order no.1180/04.11.2021.
4. The Extraordinary General Meeting of Shareholders approves the tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project, in Doicești Romania, in the form negotiated between SNN and the Project Partners.
5. The Extraordinary General Meeting of Shareholders approves the Mandate the executive management of SNN to sign, on behalf and for the account of SNN, the Tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project in Doicești Romania.
6. The Extraordinary General Meeting of Shareholders approves the Mandate of SNN's executive management to negotiate and agree with the two contractual partners (DSPE and NPG), in the event that some of the conclusions of the independent evaluation carried out by the independent third party expert, based on article 3.3 of the SHA, require possible amendments to the SHA, in order to bring it in line with the rules of a compliant state aid, while taking into account the principles included in the SHA, and that, upon completion of these negotiations, the executive management will inform SNN's Board of Directors and SNN's EGMS on the final form of the Agreement.
7. The Extraordinary General Meeting of Shareholders approves the Mandate SNN's executive management to finalise and sign all documents required by the Tripartite Shareholders/Investors Agreement (SHA) and to finalise the transaction under the terms of the Tripartite Shareholders/Investors Agreement (SHA).
8. The Extraordinary General Meeting of Shareholders approves the Mandate of the representative of SNN in the General Shareholders' Meeting of RoPower Nuclear S.A. to vote in favour, on behalf and for the account of the SNN Shareholder, on the modification of the shareholding structure of RoPower Nuclear S.A., approval of the share capital increase, approval of the signing of the Revised Articles of Incorporation of RoPower Nuclear S.A. (based on the aforementioned SHA) and other formalities required for the completion of the transaction.
9. The Extraordinary General Meeting of Shareholders approves the information to SNN's Board of Directors on the fulfilment of the conditions precedent and the completion of each step set out in the Tripartite Shareholders/Investors Agreement (SHA).
10. The Extraordinary General Meeting of Shareholders approves the mandate of the representative of SNN in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date(s) on which it will be convened, the meeting which will have on the agenda the items that will be detailed below, to attend and vote in favour ("for") the following:
 - i. Approval of the conclusion of the FEED Phase 2 Offshore Contract;
 - ii. Approval of the conclusion of the FEED Phase 2 Onshore Contract;
 - iii. Approval of the conclusion of the Technology License Agreement;
 - iv. Approval of the increase of the ceiling of the loan granted by SNN under the Master Loan Agreement No.1 dated 16.08.2023 up to the amount of USD 243,000,000, and conclusion

of the Supplementary Deed No.2 to the Master Loan Agreement No.1 dated 16.08.2023, with the stipulation that Ro Power Nuclear S.A. will access this loan only to the extent that the Project cannot be financed from other sources (share capital, generated by a change in RPN's shareholding structure, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;

- v. Approval of the conclusion of the Additional Deed No. 2 to the Movable Mortgage Contract concluded with SNN;
- vi. Approval of the mandate of the Chairman of the Board of Directors and/or the CEO of the company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points i) to iii);
- vii. Approval of the mandate of the CEO of the Company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points iv)-v);
- viii. Approval of the empowerment of the CEO of RoPower Nuclear S.A., with the possibility of sub-delegation, to carry out any act or formality required by law for the implementation of the resolutions adopted in this regard, including their registration and publication at the Trade Register Office or any other public institution.

MINISTRY OF ENERGY
SEBASTIAN IOAN BURDUJA